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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re** :  
: **Chapter 11 Case No.**  
: **DELPHI CORPORATION, et al.** :  
: **05-44481 (RDD)**  
: **Debtors.** : **(Jointly Administered)**  
: -----x

**RESPONSE OF GENERAL MOTORS CORPORATION IN  
SUPPORT OF DEBTORS' MOTION FOR ORDER AUTHORIZING  
AND APPROVING EQUITY PURCHASE AND COMMITMENT  
AGREEMENT AND PLAN FRAMEWORK SUPPORT AGREEMENT**

TO THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE:

General Motors Corporation (“GM”) hereby responds to the motion (the  
“Motion”) of Delphi Corporation (“Delphi”) and its affiliated debtors and debtors in possession

(collectively, the “Debtors”) for an order authorizing and approving certain agreements proposed as the basis of the Debtors’ contemplated reorganization. These agreements include i) an equity purchase and commitment agreement between certain proposed investors (collectively, the “Investors”) and Delphi (together with certain related equity commitment letters and a related investment proposal letter, and as amended and supplemented by documents filed with the Court on the date hereof, the “EPCA”), and ii) a plan framework support agreement between Delphi, GM and the Investors or certain of their affiliates (as amended and supplemented by documents filed with the Court on the date hereof, the “PSA”). Without necessarily accepting every statement contained in the Motion, GM supports approval of the EPCA and PSA as set forth in greater detail below.

**Response**

1. GM has a significant interest in the Debtors’ successful chapter 11 reorganization. Not only is Delphi a significant supplier of component parts to GM, but GM has substantial claims against the Debtors’ estates.

2. Since the commencement of the Debtors’ chapter 11 cases, GM has actively pursued a consensual resolution of Delphi’s reorganization with the Debtors’ unions and other stakeholders. Notwithstanding the litigation commenced by the Debtors under sections 1113, 1114 and 365 of the Bankruptcy Code, the Debtors, GM and other stakeholders have expended numerous hours in negotiations which resulted in mutually satisfactory attrition programs for several of Delphi’s unions and agreement on the general parameters for the treatment of creditors’ and equity holders’ interests under a prospective plan of reorganization. The negotiation and completion of the EPCA and the PSA represent substantial progress towards Delphi emerging from its chapter 11 reorganization and continuing as a major GM supplier.

3. The EPCA sets forth a commitment by the Investors to provide up to \$3.4 billion to fund a chapter 11 plan. The PSA defines a framework and parameters for Delphi, GM and the Investors to continue negotiations towards consensual agreement among all stakeholders, including the statutory creditor and equity committees and Delphi's unions.

4. Although the PSA and EPCA do not resolve all of the issues necessary for the Debtors' successful emergence from chapter 11, and each agreement is subject to numerous conditions, GM believes that they lay the foundation necessary to successfully negotiate agreements with the Debtors' labor unions and agreements between Delphi and GM concerning, among other things, the issues identified in Article V of the PSA. Conversely, disapproval of the PSA and EPCA would be detrimental to the Debtors' efforts to reorganize and would delay their emergence from chapter 11. Accordingly, GM supports the relief requested by the Motion and urges the Court to enter the proposed order approving and authorizing the PSA and EPCA.

5. Although GM supports the relief requested, GM does not necessarily concur with all of the statements made by the Debtors in the Motion concerning GM. Such statements represent solely the views of the Debtors. For example, and without limitation, GM takes issue with and denies any statements relating to the Debtors holding "colorable claims" against GM. In addition, GM takes no position on the views of Delphi and/or the Investors concerning Delphi's business models, transformation plans, or target EBITDA levels. GM has made no commitments to guaranty the achievability of Delphi's business goals or results. Notwithstanding the foregoing, GM remains supportive of the Debtors' reorganization efforts and looks forward to Delphi's successful emergence from chapter 11.

6. Finally, GM disputes the baseless aspersions on its motives and behavior cast by Delphi's statutory committee of equity holders in the objections to the Motion that it has

filed with the Court. GM has participated in good faith in the reorganization approach initiated by the Debtors in pursuit of a reorganization that will, among other things, allow Delphi to continue as a major GM supplier. Unsubstantiated attacks on GM ascribing implausible motives are unhelpful and entitled to no weight in evaluating the Debtors' business judgment.

7. Notice of this Response has been provided pursuant to the Court's order, dated October 14, 2005, establishing notice procedures in these chapter 11 cases. GM submits that no other or further notice need be provided.

WHEREFORE, GM respectfully requests that the Motion be granted and the EPCA and PSA be approved and authorized, and the Court grant such other and further relief as is just.

Dated: January 10, 2007  
New York, New York

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